

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

<b>In re:</b>  USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
<b>In re:</b>  USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Chapter 11  Jointly Administered Under Case No. BK-S-06-10725 LBR
<b>In re:</b>  USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	
<b>In re:</b>  USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	
<b>In re:</b>  USA SECURITIES, LLC, Debtor.	
<b>Affects:</b> <input checked="" type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA Capital First Trust Deed Fund, LLC <input type="checkbox"/> USA Securities, LLC	

**SUPPLEMENTAL AFFIDAVIT OF BALLOTING AGENT  
REGARDING SOLICITATION AND TABULATION OF VOTES  
IN CONNECTION WITH THE DEBTORS' THIRD AMENDED  
JOINT CHAPTER 11 PLAN OF REORGANIZATION**

I, Stephenie Kjontvedt, state as follows:

1. I am over eighteen years of age and not a party to the above-captioned action.

I believe the statements contained herein are true based on my personal knowledge. I am an employee

of BMC Group, Inc., f/k/a Bankruptcy Management Corporation ("BMC") and my business address is 875 West Third Street, 5<sup>th</sup> Floor, New York, New York 10022.

2. BMC is the Balloting Agent in connection with the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed November 15, 2006 ("Plan"). All terms capitalized in this declaration not otherwise defined herein have the same meaning as given in the Plan.

3. On December 18, 2006, BMC filed its Affidavit of Balloting Agent Regarding Solicitation and Tabulation of Votes in Connection with the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization ("Affidavit") [Docket No. 2165] as required by the Solicitation Procedures Order. Attached to the Affidavit as an exhibit was a voting tabulation summary prepared by BMC that showed 45.29% of the amount voted in Class A-4 rejecting the Plan.

4. On December 15, 2006, USACM filed an objection to Claim No. 1660 of Robert J. and Ruth Ann Kehl [Docket No. 2139]. Robert J. and Ruth Ann Kehl, along with various other related persons (the "Kehl Group"), had cast ballots voting to reject the Plan that were counted in the voting tabulation summary submitted with, and summarized in, the Affidavit.

5. Since the filing of the Affidavit, an agreement was reached between the Kehl Group and the Debtors as to the allowable amount of certain claims for voting purposes only (the "Agreement"). During the Confirmation Hearing held on December 19, 2006, the Debtors' counsel reported to the Court on the record that the Agreement had been reached.

6. Based on the Agreement, certain ballots cast by the Kehl Group have been withdrawn and are not counted for voting purposes. Those ballots cast by the Kehl Group that are based on amounts reflected in the Debtors' Schedules are counted for voting purposes in their scheduled amounts.

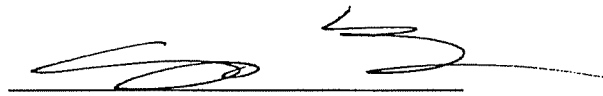
7. Attached hereto as Exhibit A is a revised analysis showing the ballots cast by the Kehl Group and indicating which ballots have been withdrawn and excluded pursuant to the Agreement.

8. Attached hereto as Exhibit B is a revised ballot tabulation summary prepared by BMC ("Revised Tabulation Summary"). The Revised Tabulation Summary is identical to the summary attached as an exhibit to the Affidavit except it now reflects the withdrawal of certain Kehl Group ballots pursuant to the Agreement. Due to the withdrawal of these ballots, the Revised Tabulation Summary now shows Class A-4 accepting the Plan as follows:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class A-4 USACM General Unsecured Claims	876 61.43%	\$42,455,982.67 72.17%	550 38.57%	\$16,375,711.27 27.83%

9. There have been no changes made to any of the other voting classes since the filing of the Affidavit.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Executed this 21<sup>st</sup> day of December 2006, Maplewood, New Jersey.

  
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 Stephenie Kjontvedt, Declarant

## Exhibit A

Ctrl ID	Claim Nbr	S = Schedule C = Filed Claim	Creditor Name	Case Nbr	Claim Amount	Rejecting A-4 ballot filed?	Excluded	Comments
	s32136	S	Mojave Canyon Inc.	06-10725-LBR	\$2,329.94	Yes		
	s31889	S	SUSAN L KEHL UJAUTMA	06-10725-LBR	\$2,590.36	Yes		
	s31888	S	ANDREW R KEHL UNVUTMA	06-10725-LBR	\$2,590.36	Yes		
	s31890	S	KEVIN KEHL	06-10725-LBR	\$3,494.91	Yes		
	s32216	S	Patrick J. Anglin	06-10725-LBR	12,951.80	Yes		
	s31891	S	KEVIN KEHL	06-10725-LBR	\$38,855.38	Yes		
	s31048	S	CHRISTINA M KEHL	06-10725-LBR	\$51,807.18	Yes		
	10725-01166	C	Warren Hoffman	06-10725-LBR	64,118.31	Yes		
	10725-01161	C	Warren Hoffman Family Investments LP	06-10725-LBR	64,118.31	Yes		
	s32357	S	ROBERT A KEHL & TINA M KEHL	06-10725-LBR	\$103,614.37	Yes		
	s31049	S	CHRISTINA M KEHL	06-10725-LBR	\$125,000.00	Yes		
	s31075	S	Cynthia Winter	06-10725-LBR	166,666.67	Yes		
	s32397	S	ROBERT J KEHL & RUTH ANN KEHL	06-10725-LBR	\$250,000.00	Yes		
	s32398	S	ROBERT J KEHL & RUTH ANN KEHL	06-10725-LBR	\$357,507.24	Yes		
6214	10725-01659	C	KEVIN KEHL CUSTODIAN FOR ANDREW R KEHL	06-10725-LBR	\$7,401.16	Yes	X	Withdrawn per agreement
6215	10725-01658	C	KEVIN KEHL CUSTODIAN FOR SUSAN L KEHL	06-10725-LBR	\$7,401.16	Yes	X	Withdrawn per agreement
6223	10725-01662	C	KEHL, KRYSTINA L	06-10725-LBR	\$500,000.00	Yes	X	Withdrawn per agreement
6216	10725-01657	C	KEHL, KEVIN	06-10725-LBR	\$938,667.05	Yes	X	Withdrawn per agreement
6217	10725-01661	C	KEHL, CHRISTINA M	06-10725-LBR	\$1,023,023.12	Yes	X	Withdrawn per agreement
6220	10725-01715	C	KEHL DEVELOPMENT CORPORATION	06-10725-LBR	\$1,561,365.75	Yes	X	Withdrawn per agreement
6224	10725-01666	C	KEHL, ROBERT A & TINA M	06-10725-LBR	\$1,896,046.24	Yes	X	Withdrawn per agreement
6221	10725-01660	C	KEHL, ROBERT J & RUTH ANN	06-10725-LBR	\$12,841,680.13	Yes	X	Withdrawn per agreement
TOTAL CLAIMS REMOVED PER DKT 2191					\$18,775,584.61			
TOTAL REMAINING					\$1,245,644.83			
GRAND TOTAL					\$20,021,229.44			

## Exhibit B

